

Suzanne Henderson

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

WHEREAS, on **April 30, 2008**, an Oil and Gas Lease was entered into by and between **Smith Marital Trust, Ltd.**, as "Lessor" whose address is 2828 Centerville Road, Ste 104, Dallas, Texas, 75228, and **Paloma Barnett, LLC**, as "Lessee" whose address is 1021 Main Street, Suite 2600, Houston, TX 77002-6066; the Oil and Gas Lease is filed of record in the Official Public Records of Tarrant County, Texas as Document D208387273;

WHEREAS, Paloma Barnett LLC, assigned all of their right, title and interest in an to said lease to Chesapeake Exploration, LLC, by Assignment dated effective October 28, 2008, and recorded as Document D209155205, Official Public Records, Tarrant County Texas;

WHEREAS, Lessor and Chesapeake Exploration, LLC, Lessee, desire to amend said Oil and Gas Lease as set forth below;

The Lease states that the land covered thereby (the "leased premises") is described as follows:

Attached to and made part of that certain Oil and Gas Lease dated 30 day of April, 2008 between Smith Marital Trust, Ltd., as lessor, and Paloma Barnett, LLC as Lessee, covering 8.2527 acres.

Tract 1:

Geo Reference # 17395-10R-2AR1

1815 E. Mayfield Rd, Arlington, TX

An undivided 25% (twenty-five percent) interest in and to Lot 2 in Block 10-R of Harvest Hills III, an Addition to the City of Arlington, Texas, according to the Plat thereof recorded in Volume 388-166, Page 73, Map/Plat Records of Tarrant County, Texas, save and except a 0.858 acre tract situated in the John W. Gorbatt Survey, Abstract No. 607 in the City of Arlington, Tarrant County, Texas and being part of a 4.93 acre tract described as Lot 2, Block 10R, Harvest Hills III Addition, as recorded in Volume 388-166, Page 73 Plat Records, Tarrant County, Texas.

Tract 2:

1901 E. Mayfield Rd, Arlington, TX

Geo reference # 17395-11

An undivided 25% (twenty-five percent) interest in and to Block 11 of Harvest Hills III, an addition, to the City of Arlington, Texas, according to the Plat thereof recorded in Volume 388-124, Page 37, Plat Records of Tarrant County, Texas.

Tract 3:

1915 E. Mayfield Rd, Arlington, TX

Geo reference #17395-12

An undivided 25% (twenty-five percent) interest in and to Block 12 of Harvest Hills III, an addition, to the City of Arlington, Texas, according to the Plat thereof recorded in Volume 388-124, Page 37, Plat Records of Tarrant County, Texas.

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NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The PROPERTY DESCRIPTION contained in the Exhibit A attached to and made a part of the Oil and Gas Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Property Description:

Attached to and made part of that certain Oil and Gas Lease dated the 30th day of April, 2008 between Smith Marital Trust, Ltd., as Lessor, and Paloma Barnett, LLC as Lessee, covering 8.864 acres, more or less, further described as follows:

Tract 1:

Geo Reference # 17395-10R-2AR1

1815 E. Mayfield Rd, Arlington, TX

An undivided 25% (twenty-five percent) interest in and to Lot 2AR1 in Block 10-R of Harvest Hills III, an Addition to the City of Arlington, Texas, situated in the John, W. Gorbett Survey, A-607, according to the Plat thereof recorded in D206265563, Plat Records of Tarrant County, Texas.

Tract 2:

1901 E. Mayfield Rd, Arlington, TX

Geo reference # 17395-11

An undivided 25% (twenty-five percent) interest in and to Block 11 of Harvest Hills III, an addition, to the City of Arlington, Texas, situated in the John, W. Gorbett Survey, A-607, according to the Plat thereof recorded in Volume 388-124, Page 37, Plat Records of Tarrant County, Texas.

Tract 3:

1915 E. Mayfield Rd, Arlington, TX

Geo reference #17395-12

An undivided 25% (twenty-five percent) interest in and to Block 12 of Harvest Hills III, an addition, to the City of Arlington, Texas, situated in the John, W. Gorbett Survey, A-607, according to the Plat thereof recorded in Volume 388-124, Page 37, Plat Records of Tarrant County, Texas.

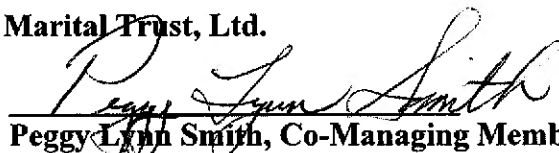
Lessors further acknowledge the Oil and Gas Lease as being valid and subsisting and in full force and effect and all of the rights granted to Lessee under the Oil and Gas Lease shall continue in full force and effect as to the terms and provisions of the Oil and Gas Lease.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgement of signature below, but shall be deemed effective for all purposes as of the date of the lease.

Lessor:

Smith Marital Trust, Ltd.

By:



Peggy Lynn Smith, Co-Managing Member of the Peggy Smith LLC, general partner of Smith Marital Trust, Ltd., on behalf of said Trust.

ACKNOWLEDGMENT

STATE OF TEXAS

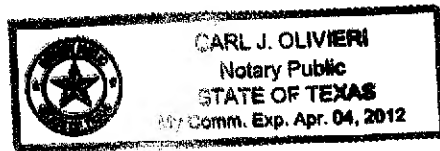
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COUNTY OF TARRANT

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This instrument was acknowledged before me on the 6 day of September 2009,
by **Peggy Lynn Smith, Co-Managing Member of the Peggy Smith LLC, general
partner of Smith Martial Trust, Ltd., on behalf of said trust.**



Notary Public, State of Texas

A handwritten signature in dark ink, appearing to be "C. Olivieri", written over a horizontal line.